

UNITED STATES DISTRICT COURT  
DISTRICT OF MASSACHUSETTS

*FILED  
IN CLERK'S OFFICE*

T. ROWE PRICE TAX-FREE  
HIGH YIELD FUND, INC., et al.,

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)  
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)

Plaintiffs

Civil Action No: 04-11667-RGS

v.

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)

KAREN M. SUGHRUE, et al.,

)  
)

Defendants

)  
)

**STIPULATION TO EXTEND TIME TO RESPOND TO MOTION TO DISMISS  
ORIGINAL COMPLAINT AND TO RESPOND TO AMENDED COMPLAINT**

Plaintiffs T. Rowe Price Tax-Free High Yield Fund, Inc., Smith Barney Income Funds/Smith Barney Municipal High Income Fund, Dryden National Municipals Fund, Inc., ACA Financial Guaranty Corporation and Lois and John Moore (collectively "Plaintiffs") and Defendants Karen M. Sughrue, Garry L. Crago, Jean W. Childs, Paula Edwards Cochran, G. Stevens Davis, Jr., Julia B. DeMoss, William R. Dill, Leslie A. Ferlazzo, Joyce Shaffer Fleming, Eric W. Hayden, Catherine Chapin Kobacker, Anne Marcus, Celeste Reid, Richard J. Sheehan, Jr., Joseph Short, Gregory E. Thomas, Susan K. Turben, Donald W. Kiszka and Advest, Inc. (collectively "Defendants"), hereby stipulate that the time in which Defendants may answer, move or otherwise respond to the Amended Complaint that was filed on January 20, 2005 is extended to and including March 1, 2005.

Plaintiffs and Defendants also hereby stipulate that the Plaintiffs will respond to the Motion to Dismiss the original Complaint, which certain of the defendants filed on January 20, 2005 – the same day that the Amended Complaint was filed – at the same time that they

respond to any motions or other responses to the Amended Complaint that are filed on or before March 1, 2005.

Respectfully submitted,

T. ROWE PRICE TAX-FREE HIGH  
YIELD FUND, INC., SMITH BARNEY  
INCOME FUNDS, SMITH BARNEY  
MUNICIPAL HIGH INCOME FUND,  
DRYDEN NATIONAL MUNICIPALS  
FUND, INC., ACA FINANCIAL  
GUARANTY CORPORATION, and LOIS  
AND JOHN MOORE

By their attorneys,

Michael Tabb/SEW

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By its attorneys,

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DAVIS, JR., JULIA B. DeMOSS,  
WILLIAM R. DILL, LESLIE A.  
FERLAZZO, JOYCE SHAFFER  
FLEMING, ERIC W. HAYDEN,  
CATHERINE CHAPIN KOBACKER,  
ANNE MARCUS, CELESTE REID,  
RICHARD J. SHEEHAN, JR., JOSEPH  
SHORT, GREGORY E. THOMAS, SUSAN  
K. TURBEN, AND DONALD W.  
KISZKA,

By their attorneys,

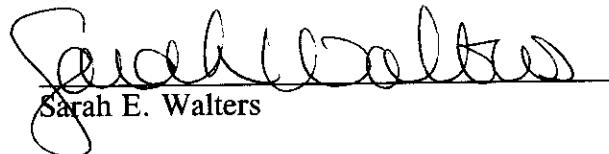
Scott Roberts/SEW

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(617) 348-4340

February 14, 2005

**CERTIFICATE OF SERVICE**

I, Sarah E. Walters, hereby certify that a copy of the foregoing Stipulation to Extend Time to Respond to Motion to Dismiss Original Complaint and to Respond to Amended Complaint was delivered by first class mail, pre-paid, this 14th day of February, 2005 to all counsel of record.



Sarah E. Walters

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